OLD FORT LOWELL NEIGHBORHOOD ASSOCIATION, INC
BY-LAWS

Revised __05/15/2016__

ARTICLE I. NATURE OF DOCUMENT

This document shall be the By-Laws of the Old Fort Lowell Neighborhood Association, Inc. [hereinafter the Corporation], (also known as OFLNA, Inc.) a non-profit corporation organized under the laws of the State of Arizona.

ARTICLE II. PURPOSE AND ACTIVITIES

A. Corporate Purpose: The Corporation is organized to engage exclusively in non-profit charitable and educational activities permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication of distribution of statements) any political campaign on behalf of any candidate for public office.

B. Corporate Activities:

1. Preserve and maintain the San Pedro Chapel as an historic landmark and a community center for the Old Fort Lowell Neighborhood.
2. Preserve and maintain the Fort Lowell Cemetery.
3. Encourage the revitalization and preservation of the archeological, historical and residential aspects of the area.
4. Ensure that this historic awareness be recognized not only as a facet of this neighborhood but exists as an enhancement to the City of Tucson, Pima County and the State of Arizona.
5. Maintain and enhance the semi-rural, residential character and the historic ambience that is a part of Tucson's heritage and essential ingredient of this neighborhood.
6. Maintain and develop the way of life that the distinctive character of this neighborhood has encouraged and ensure that the historic awareness expressed in this way of life be fostered throughout the community.
7. Perform any other activities allowed by law to further the purposes of this Corporation.

ARTICLE III. MEMBERSHIP

A. Membership: Membership in this Corporation will consist of two categories: Voting and Associate.

B. Voting: Voting Membership shall be open to those persons over eighteen (18) years of age, who reside or are property owners, organizations, or business establishments within the area bounded on the North by the Rillito River, on the West by Swan Road, on the East by the Pantano Wash, and on the South by Glenn Street, (hereinafter the Old Fort Lowell Neighborhood) and who have paid their annual dues as set by the Board of Directors.

C. Associate: Associate Membership shall be open to any interested persons over eighteen (18) years of age, who reside or are property owners, business establishments, or organizations outside the Old Fort Lowell Neighborhood, and who have paid their annual dues as set by the Board of Directors. Associate Members may not vote.

D. Members: Shall be the designation given to Voting Members and Associate Members.

ARTICLE IV. MEETINGS

A. Annual Meeting: The Annual Meeting of the Corporation shall be held on the 3rd Sunday in May at the San Pedro Chapel at 6:00 p.m. The Annual Meeting is open to all members of the Corporation, all residents of the Old Fort Lowell Neighborhood, their guests, and any other interested member of the public.

B. Notice of the Annual Meeting: Every effort will be made to notify all interested parties and the members of the Corporation of the Annual Meeting either by phone, e-mail, meeting notices, bulletin boards, newsletters, or announcements at regularly scheduled meetings. If feasible, this shall include at least one of the following:

(1) At least thirty (30) days prior to the Annual Meeting, notice shall be included in a newsletter that will be sent to all the members of the Corporation and all the residents of the neighborhood.

(2) Notice may also be hand delivered to members and residents at least seven (7) days prior to the Annual Meeting.

C. Quorum: Prior to the Annual Meeting, the Secretary shall make a list of all Voting Members. Such list shall be available for Voting Member sign in at the Annual Meeting. A quorum at the meeting shall consist of 10% of all Voting Members. If any meeting cannot be held for lack of a quorum, the Voting Members counted as present may adjourn and reschedule the meeting to a time between two (2) and twenty (20) days thereafter.

D. Special Meetings: Not less than ten percent (10%) of the Voting Members shall have the privilege of petitioning a special meeting at any time. Members present shall constitute a quorum.

ARTICLE V. THE BOARD OF DIRECTORS

The Affairs of the Corporation will be conducted by a Board of Directors of no fewer than seven (7) or more than thirteen (13) members, who shall be accountable to the membership of the Corporation.

A. **Nominations:** The Nominating Committee shall prepare a list of nominees sufficient to fill the pending Board of Directors vacancies. This list shall be submitted to the Board of Directors for its approval prior to being submitted to the membership at the Annual Meeting of the Corporation. Nominations for members of the Board of Directors may also be made from the floor at the Annual Meeting by any Member.

B **Qualifications of Individuals Nominated to Serve on the Board of Directors**: Individuals nominated to serve on the Board of Directors must be Voting Members in good standing.

C. **Election of Board member:** At each Annual Meeting of the Corporation, the Board of Directors shall be elected by a majority vote of the Voting Members present.

D. **Terms:** The Member of the board shall hold office for a term of three (3) years or until their successors are elected, unless the Member of the board dies, resigns, or is removed. A member of the Board can be elected for no more than two (2) consecutive terms. At the end of a second consecutive term, the member of the Board shall be required to vacate the Board for at least one (1) year.

E. **Resignation or Removal of a Board member:**

1. Resignation: A Member of the board may resign at any time by giving written notice to the President, who shall announce the resignation to the other Board member and notify the Nominating Committee so that it can begin a search for a replacement.
2. Removal: Any Member of the board may be removed with or without cause by a two-thirds vote of the Board of Directors, or by a two-thirds vote of Voting Members present at a meeting of the Corporation, if this matter is included in the notice of the meeting. Absences from four (4) regularly scheduled meetings, unless extenuating circumstances exist and prior notification is given, by a Member of the board during a fiscal year shall result in their automatic removal from the Board of Directors and their subsequent replacement.
3. Filling Vacancies: In case of a vacancy on the Board of Directors, a successor shall be chosen by the Nominating Committee, recommended to the Board of Directors, and elected by the remaining Board member at a regular meeting of the Board of Directors, or at a special meeting called by the Board of Directors for such purpose. Said successor shall serve for the remainder of the unexpired term of the vacant position. If the remainder of the unexpired term consists of more than twelve (12) calendar months, it shall be considered a full term.

F. **Policies**: The Board of Directors shall establish and maintain such policies and procedures as necessary to ensure that the affairs of the Corporation are conducted efficiently, consistently, and smoothly.

G. **Compensation**: No member of the Board of Directors shall receive compensation for service as a Member of the board. However, at the discretion of the Board of Directors, a Member of the board may be reimbursed for actual expenses incurred in the performance of the duties of office.

H. **Liabilities of Board member**: No member of the Board of Directors shall have any financial liability for the Corporation. No member of the Board of Directors shall be personally liable for any damage, loss or prejudice suffered or claimed for an act or omission of the Corporation, its representatives or employees, provided such Board member has acted in good faith. All Board members and officers shall be indemnified by the Corporation to the full extent allowable by law.

I. **Board of Directors Meetings:** The first meeting including newly elected Board member shall be held within thirty (30) days following the Annual Meeting. The Board of Directors shall schedule and hold regular monthly meetings that shall be open to the Corporation membership, their guests, and other individuals providing information, proposals and other items of interest or concern to the Corporation, Board of Directors and neighborhood. A meeting may be cancelled or postponed as needed and for good cause.

1. Quorum: A quorum for a Board of Directors meeting shall consist of the presence of a majority (50% or more) of the Board of Directors. If such a quorum is not present, the meeting shall be rescheduled and adjourned.
2. Attendance: Board member are expected to attend regularly scheduled meetings for the efficient and timely conduct of Corporation activities. If a Member of the board cannot attend a regularly scheduled meeting, that Member of the board shall notify the President. Absence from four (4) regularly scheduled meetings during the fiscal year without just cause and notification to the President shall result in automatic removal from office.
3. Special Meetings: Special meetings of the Board of Directors may be called by the President, or by any two (2) Board member. At least three (3) days notice must be given to each Member of the board.
4. Action Taken Without a Meeting: In the event of an emergency as determined by the President, the Board of Directors may act in the absence of a meeting and take any action that they could take at a meeting by obtaining the approval or consent of three-fourths of the Board member by personal contact, telephone, e-mail, or FAX or any other reasonable method. Any action so approved shall have the same effect as though taken at a regular or special meeting of the Board of Directors. The action so approved shall be reported and described at the Board of Directors meeting immediately following the action and shall be recorded in the minutes of said meeting.

ARTICLE VI. OFFICERS

A. Election of Officers: At the first meeting following the Annual Meeting, the newly elected Board of Directors shall elect from among their number by majority vote the Officers of the Corporation to serve for one year. Previous Officers shall hold their office until after this meeting.

B. Officers: The Officers of the Corporation shall consist of President, Vice-President, Secretary and Treasurer.

C. Term of Office: Officers shall hold office for a term of one (1) year or until their successors are elected unless said officer resigns, is removed, or dies. An officer can be elected for no more than three (3) consecutive terms. At the end of a third consecutive term, the Officer shall be required to vacate the office held for at least one (1) year. Upon completing three (3) consecutive terms in one office, the Officer may be elected to a different office.

D. Duties of Officers:

1. The President shall call and preside at all meetings, shall act for and on behalf of the membership of the Corporation, shall appoint any special committees necessary for the operation of the Corporation business, shall authenticate corporate legal documents, and shall act as official spokesperson for the Corporation.
2. The Vice-President shall, in the absence of the President, assume all the duties of that office and shall be responsible for publicity and notifications of meetings of the Corporation. This shall include notification of the membership of the Annual Meeting and the occurrence of any of the following: Proposed changes to By-Laws, merging of the Corporation, splitting of the Corporation, or dissolution of the Corporation.
3. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the Corporation. The Secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same. The Secretary shall keep an accurate list of Directors and Officers, their terms of office, their current business or home address, and other pertinent information necessary for the smooth running of the Corporation. The Secretary shall insure that the required Annual Report to the state Corporation Commission is accurately completed and filed each year in a timely manner. The Secretary shall ensure that each Board member has filled out a Certificate of Disclosure as required by the Corporation Commission.
4. The Treasurer shall prepare and maintain a permanent record of all financial activities and business of the Corporation and shall present a financial statement at each meeting of the Board of Directors and at the Annual Meeting. The Treasurer shall be responsible for membership and for setting a "record date" five (5) days prior to sending out the notice for the Annual Meeting. On this "record date" the Treasurer will ensure that an accurate alphabetical list by class of Voting Members, their names and addresses is available. Such list is to be used to send out Annual Meeting Notices and to determine the quorum and voting rights of those present at

the Annual Meeting. The Treasurer shall be responsible for any dues, donations, or other monies collected by the Corporation. The Treasurer shall be responsible for filing any documents required by the Internal Revenue Service in a timely and accurate manner, and for any financial correspondence required by other legal entities.

ARTICLE VII. COMMITTEES

A. **Standing Committees:** There shall be three standing Committees:

1. The Nominating Committee: There shall be a Nominating Committee appointed by the President and composed of no fewer than three (3) or more than seven (7) Voting Members of the Corporation who are not candidates. Prior to the Annual Meeting, the Nominating Committee shall submit a slate of potential Board member to the Board of Directors for its approval. All potential candidates shall have agreed to serve prior to their formal nomination and shall be Voting Members.
2. The Finance Committee: There shall be a Finance Committee headed by the Treasurer of the Corporation with no fewer than three (3) or more than seven (7) Voting Members of the Corporation designated by the President. This Committee shall have responsibility for setting the Budget of the Corporation and for an audit of the financial records and funds at least once a year and prior to a new Treasurer taking office.
3. The Executive Committee: The officers of the Board of Directors shall constitute the Executive Committee and will meet as necessary to conduct business as directed by the Board of Directors.

B. Other Committees: The President may appoint other committees as needed to conduct the affairs of the Corporation with the approval of the Board. At least one Member of the board shall be appointed to each committee and shall have the duty to report on the Committee's activities to the Board of Directors.

ARTICLE VIII. PALIAMENTARY AUTHORITY

The rules in the current edition of Robert's Rules of Order shall govern the Corporation, the Board of Directors, and all committees in all cases to which they apply and do not conflict with the specific provisions of these By-Laws, the Charter, or any special rules that the Corporation may adopt.

ARTICLE IX. AMENDMENT OF BY-LAWS

These By-Laws may be amended or revised by a majority vote of Voting Members at the Annual Meeting or a special meeting called for such purpose. Proposed amendments to the revised By-Laws shall be sent to all Voting Members at least seven (7) days prior to the meeting where they shall be voted on or shall be made available at such meeting in such form as to give the membership notice of important changes.

ARTICLE X. DISSOLUTION OR TERMINATION

The Corporation shall, upon termination, distribute any remaining assets solely to organizations exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954.

****

Adoption and Signatures

A majority vote of the Corporation's voting members present at the Old Fort Lowell Neighborhood Corporation's Annual Meeting held on May 15, 2016 having approved the above By-Laws as revised from the Original By-Laws adopted on September 10, 1982 and amended in April 1994, May 1997, May 2001, May 2012, May 2015 said By-Laws are hereby adopted.

President	Bill Anderson	6.13.16 Date
Vice President	John Hermes	6/24/16 Date
Secretary	Jeanne Anderson	6/13/16 Date
Treasurer	Charles Boyd	6/13/16 Date